

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/10/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GT&C.com, Inc.		07/09/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	800-Flowers, Inc.
Street Address:	One Old Country Road
Internal Address:	Suite 500
City:	Carle Place
State/Country:	NEW YORK
Postal Code:	11514
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2401093	GREAT FOOD ONLINE
Registration Number:	2367258	GREATFOOD.COM

CORRESPONDENCE DATA

Fax Number: (516)431-1127
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (516) 431-1177
 Email: tmgalgano@rcn.com
 Correspondent Name: Thomas M. Galgano, Esq / Galgano & Assoc
 Address Line 1: 20 W. Park Avenue
 Address Line 2: Suite 204
 Address Line 4: Long Beach, NEW YORK 11561

ATTORNEY DOCKET NUMBER: 329-481 / 329-482

OP \$65.00 2401093

NAME OF SUBMITTER:	Thomas M. Galgano
Signature:	/tmg/
Date:	06/16/2009
Total Attachments: 4 source=GTCToFlowersNY#page1.tif source=GTCToFlowersNY#page2.tif source=GTCToFlowersNY#page3.tif source=GTCToFlowersNY#page4.tif	

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CT-07

CERTIFICATE OF MERGER

OF

GT&C.COM, INC.

AND

800-FLOWERS, INC.

UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 10 2007

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Filed by: 1-800-FLOWERS.COM, INC.
One Old Country Road
Suite 500
Carle Place, NY 11514
Cst ref # 69730212

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CT-07

CERTIFICATE OF MERGER

OF

GT&C.COM, INC.

AND

800-FLOWERS, INC.

**UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW**

The undersigned, Christopher G. McCann and Gerard M. Gallagher, being, respectively, the president and the secretary of 800- FLOWERS, INC., a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York, and Christopher G. McCann and Gerard M. Gallagher, being, respectively, the president and the secretary of GT&C. COM , INC., a foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware), do hereby certify and set forth:

- (1) The name of each constituent corporation is as follows:

800- Flowers, Inc.

GT&C. com, Inc.

The name under which GT&C .com was formed is Great Food.com, Inc.

- (2) The name of the surviving corporation is 800-Flowers, Inc.
- (3) The effective date of the merger shall be the 10th day of July, 2007.
- (4) As to 800-Flowers, Inc. the designation and number of outstanding shares are 10 shares of common stock, no par value, each of which is entitled to vote.
- As to GT&C.com, Inc., the designation and number of outstanding shares are 10 shares of common stock, \$.01 par value, each of which is entitled to vote.
- (5) The certificate of incorporation of 800-Flowers, Inc. was filed by the Department of State on the 31st day of May, 1994.
- (6) The jurisdiction of incorporation of GT&C.com, Inc. is Delaware.
- (7) The date of incorporation of GT&C.com, Inc. was the 19th day of November, 1999.
- (8) No application by GT&C.com, Inc. for authority to do business in the State of New York has been filed by the Department of State.
- (9) GT&C.com, Inc. has complied with respect to this merger with the

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applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws. The manner in which the merger was authorized with respect GT&C.com, Inc. was by unanimous written consent of its Board of Directors and written consent of its sole shareholder. A copy of the agreement and plan of merger was attached to each of the written consents. No changes are being made to the Certificate of Incorporation of 800-Flowers, Inc.

(10) The manner in which the merger was authorized with respect to 800-Flowers, Inc. was by unanimous written consent of the Board of Directors and written consent of its sole stockholder. A copy of the agreement and plan of merger was attached to each of the written consents.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 9th day of July, 2007.

GT&C.com, Inc.

By: /s/Christopher G. McCann
Name: Christopher G. McCann
Title: President

By: /s/Gerard M. Gallagher
Name: Gerard M. Gallagher
Title: Secretary

800-Flowers, Inc.

By: /s/Christopher G. McCann
Name: Christopher G. McCann
Title: President

By: /s/Gerard M. Gallagher
Name: Gerard M. Gallagher
Title: Secretary